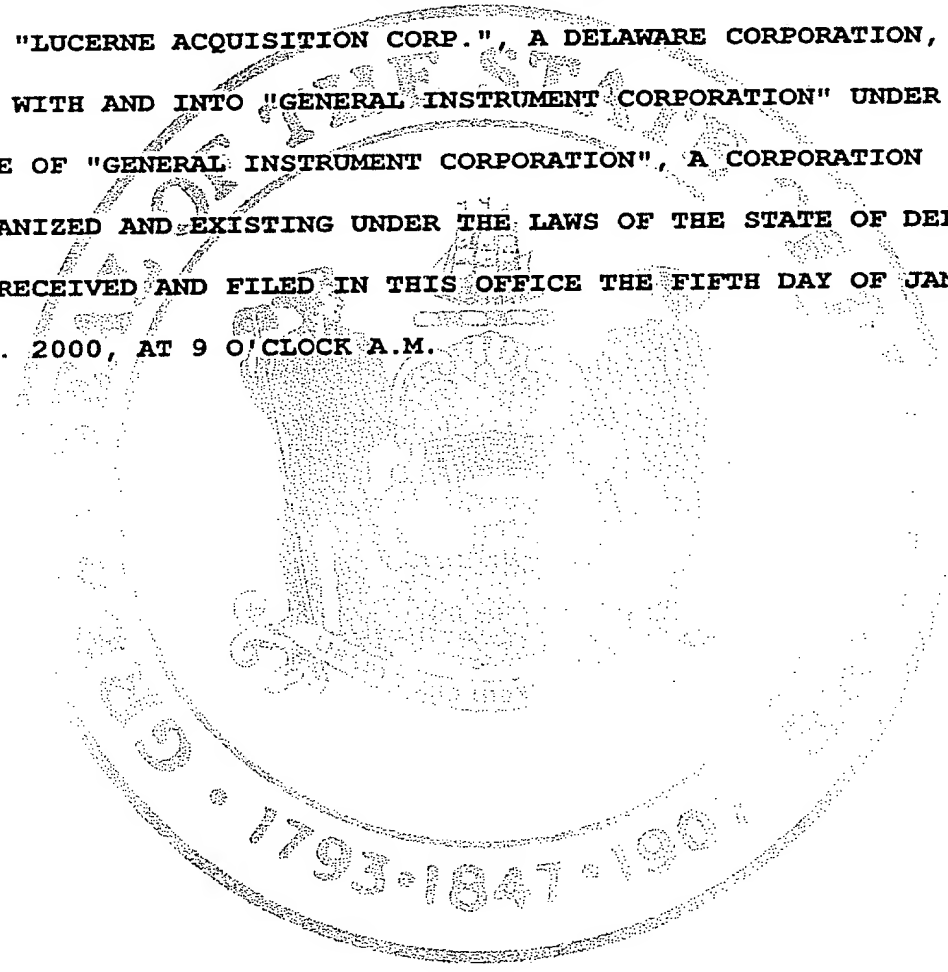


State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

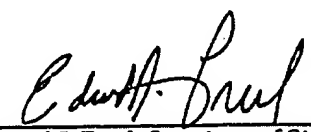
"LUCERNE ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "GENERAL INSTRUMENT CORPORATION" UNDER THE
NAME OF "GENERAL INSTRUMENT CORPORATION", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY,
A.D. 2000, AT 9 O'CLOCK A.M.



2702865 8100M

001087622




Edward J. Freel, Secretary of State

0271150

AUTHENTICATION:

02-22-00

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/05/2000
001005444 - 2702865

CERTIFICATE OF MERGER

of

LUCERNE ACQUISITION CORP.

with and into

GENERAL INSTRUMENT CORPORATION

Pursuant to Section 251 of the General Corporation Law of the State of Delaware,
General Instrument Corporation, a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent
corporations of the merger herein certified (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lucerne Acquisition Corp.	Delaware
General Instrument Corporation	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"),
dated as of September 14, 1999, among Motorola, Inc., Lucerne Acquisition Corp. and General
Instrument Corporation, has been approved, adopted, certified, executed and acknowledged by
each of the constituent corporations in accordance with the requirements of Section 251 of the
General Corporation Law of the State of Delaware (the "DGCL").

THIRD: That the name of the surviving corporation of the Merger (the
"Surviving Corporation") shall be "General Instrument Corporation".

FOURTH: As of the effectiveness of this filing, the Certificate of Incorporation
of the Surviving Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation (which is hereinafter referred to as the
Corporation) is General Instrument Corporation.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity
for which corporations may be organized under the General Corporation
Law of the State of Delaware (the "DGCL").

THIRD: The name of the Corporation's initial agent for service of process in the
State of Delaware is:

The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

County of New Castle

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000), of which all shares shall be shares of Common Stock, with \$.01 par value.

Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

FIFTH: Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot

SIXTH: In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

SEVENTH: The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation, administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person (the "Indemnitee") is or was a director or officer of the Corporation or is or was serving at the

request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, whether the basis of such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as such a director or officer, shall be indemnified and held harmless by the Corporation to the full extent permitted by law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), or by other applicable law as then in effect, against all expense, liability, losses and claims (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as amended from time to time, penalties and amounts to be paid in settlement) actually incurred or suffered by such Indemnitee in connection with such Proceeding.

TENTH: The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

FIFTH: That the executed Merger Agreement is on file at an office of the Surviving Corporation. The address of this office is 101 Tournament Drive, Horsham, Pennsylvania 19044.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 5:00 p.m. on January 5, 2000.

Dated: January 5, 2000

GENERAL INSTRUMENT CORPORATION

BY: Edward D. Breen

Name: Edward D. Breen

Title: Chairman, President and Chief
Executive Officer